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Bylaws
of
South Dakota News Watch, Inc.

Article 1
Offices

Section 1. Principal Office

The principal office of the corporation is located in Minnehaha County, State of South Dakota.

Section 2. Change of Address

The designation of the city, county or state of the corporation's principal office may be changed by amendment of these bylaws.

Section 3. Other Offices

The corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the board of directors may, from time to time, designate.

Article 2
Nonprofit Purposes

Section 1. IRC Section 501(c)(3) Purposes

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

Section 2. Specific Objectives and Purposes

The specific objectives and purposes of this corporation shall be consistent with the corporation's stated mission, vision, and values as determined by its board of directors. The corporation, dedicated to the betterment of society through a well-informed citizenry, will

produce investigative and public service journalism that sheds light on the people, communities, institutions, governments, issues, concerns, health and general welfare of South Dakota.

Article 3
Membership

Section 1. Membership

The corporation shall have no members.

Article 4
Directors

Section 1. Number

The corporation shall have no fewer than five (5) and no more than fifteen (15) directors (excluding ex-officio directors as specified in these bylaws) and collectively they shall be known as the board of directors.

Section 2. Qualifications

Directors shall be of the age of majority in this state. Other qualifications for directors of this corporation may be enumerated in the corporation's policies and procedures.

Section 3. Ex-Officio Directors

The corporation's board of directors shall include the top management official, should one be employed or contracted by the corporation. This individual shall be identified in these bylaws as the Executive Director and serve with the title of Executive Director (or other similar title as designated by the board of directors) as an ex-officio, voting board member during the individual's employment/contract with the corporation.

Section 4. Powers

Subject to the provisions of the laws of this state and any limitations in the articles of incorporation and these bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the board of directors.

Section 5. Duties

It shall be the duty of the directors to:

a. Perform any and all duties imposed on them collectively or individually by law, by the articles of incorporation, or by these bylaws;

b. Appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the corporation;

c. Ensure that the duties of all officers, agents, and employees of the corporation are performed properly;

d. Meet at such times and places as required by these bylaws;

e. Register their addresses with the secretary of the corporation, and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.

Section 6. Term of Office

For purposes of continuity, the term of office for the directors shall be staggered. Each person elected as a director of the Board shall hold office for a term of three (3) years, commencing on the first meeting following that person's election to the Board.

Any person elected as a director to fill a vacancy on the Board caused by death, resignation, or disqualification, or any cause other than the expiration of the term will hold office only for the unexpired portion of the term for which the predecessor in office was elected.

No person who is elected as a director of the Board shall continue to serve as a director of the Board after having served three (3) consecutive three-year terms except that:

a) a person who has filled a vacancy for a period of two (2) years or less also may serve three (3) consecutive three-year terms, and

b) a director who has served three (3) consecutive three-year terms shall be eligible for re-election after an absence of one (1) year.

c) the immediate past Chair may remain on the board for one (1) year beyond the three (3) consecutive three-year terms.

Section 7. Compensation

Directors shall serve without compensation. They shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties. Any payments to directors shall be approved in advance in accordance with this corporation's financial policies

and the corporation's conflict of interest policy.

Section 8. Place of Meetings

Meetings shall be held at the principal office of the corporation unless otherwise provided by the board or at such other place as may be designated from time to time by resolution of the board of directors.

Any annual meeting, regular meeting, or special meeting of the board of directors does not need to be held at a geographic location if the meeting is held by means of the internet or other electronic communications technology in a fashion pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrently with their occurrence, vote on matters submitted, pose questions, and make comments.

Section 9. Regular Meetings

Regular meetings of directors shall be held not less than quarterly during each calendar year. The board may, at its discretion, schedule regular meetings on a more frequent basis to conduct the business of the corporation.

At the regular meeting of directors held in the first quarter of the calendar year, directors shall be elected by the board of directors. Each director shall cast one vote per candidate, and may vote for as many candidates as the number of candidates to be elected to the board. The candidates receiving a majority of votes shall be elected to serve on the board.

Section 10. Special Meetings

Special meetings of the board of directors may be called by the chair of the board, by any two directors, or by the persons specifically authorized under the laws of this state to call special meetings of the board. Such meetings shall be held at the principal office of the corporation or, if different, at the place designated by the person or persons calling the special meeting. Special meetings of the board may be held remotely using available distance technology in accordance with applicable state law.

Section 11. Notice of Meetings

Unless otherwise provided by the articles of incorporation, these bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the board of directors:

a. **Regular Meetings.** The schedule of regular meetings for each year shall be established by the board during the first quarter of each calendar year.

b. **Special Meetings.** At least 72 hours prior notice shall be given by the secretary of the corporation to each director of each special meeting of the board. Such notice shall be written, delivered by first class mail, by telephone, by e-mail, or by facsimile. Notice

shall state the place, date, and time of the meeting and the matters proposed to be acted upon at the meeting.

c. **Waiver of Notice.** Whenever any notice of a meeting is required to be given to any director of this corporation under provisions of the articles of incorporation, these bylaws, or the law of this state, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

Section 12. Quorum for Meetings

A quorum shall consist of a majority of the members of the board of directors.

Except as otherwise provided under the articles of incorporation, these bylaws, or provisions of law, no business shall be considered by the board at any meeting at which the required quorum is not present, and the only motion which the chair shall entertain at such meeting is a motion to adjourn.

Section 13. Majority Action as Board Action

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the board of directors, unless the articles of incorporation, these bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.

Section 14. Conduct of Meetings

Meetings of the board of directors shall be presided over by the chair of the board, or, if no such person has been so designated, or in the absence of the chair, by the vice chair of the organization, or in the absence of each of these persons, by a chair chosen by a majority of the directors present at the meeting. The secretary of the corporation shall act as secretary of all meetings of the board, provided that, in the secretary's absence, the presiding officer shall appoint another person to act as secretary of the meeting.

Section 15. Voting

Each voting director is entitled to cast exactly one vote on any issue. Voting privileges shall not be split, assigned, or otherwise altered by the board or by any director.

Section 16. Proxies

The corporation shall not permit voting by proxy in any form at any meeting of the corporation. Only elected directors and ex-officio voting directors of record with the corporation (if any) may exercise their individual single vote.

Section 17. Vacancies

Vacancies on the board of directors shall exist (1) on the death, resignation, or removal of any director, and (2) whenever the number of authorized directors is increased.

Any director may resign effective upon giving written notice to the chair of the board, the secretary, or the board of directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the office of the attorney general or other appropriate agency of this state.

Directors may be removed from office, with or without cause, by vote of a two-thirds majority of the full board of directors at any regular or at a special meeting called for the purpose.

Unless otherwise prohibited by the articles of incorporation, these bylaws, or provisions of law, vacancies on the board may be filled by approval of the board of directors. If the number of directors then in office is less than the minimum established in these bylaws, a vacancy on the board may be filled by approval of a majority of the directors then in office or by a sole remaining director. A person elected to fill a vacancy on the board shall hold office temporarily until the next election of the board of directors or until the director's death, resignation, or removal from office.

Section 18. Nonliability of Directors

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

Section 19. Indemnification by Corporation of Directors and Officers

The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

Section 20. Insurance for Corporate Agents

Except as may be otherwise provided under provisions of law, the board of directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee, or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the articles of incorporation, these bylaws, or provisions of law.

Article 5
Officers

Section 1. Designation of Officers

The officers of the corporation shall be a chair*, a vice chair, a secretary, and a treasurer.

Section 2. Qualifications

Any director may serve as officer of this corporation, with the exception that ex-officio directors of the corporation may not serve as elected officers of the corporation.

Section 3. Election and Term of Office

Officers shall be elected by the board of directors annually during the first quarter of the calendar year. Each officer shall hold office for one year. If an officer resigns or is removed or is otherwise disqualified to serve, making the office vacant, a successor shall be elected not more than sixty (60) days following the vacancy. No officer may serve more than four (4) consecutive one-year terms in any single office.

Section 4. Removal and Resignation

Any officer may be removed, either with or without cause, by a vote of two-thirds of the full board of directors, at any time. Any officer may resign at any time by giving written notice to the board of directors or to the chair or secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the board of directors relating to the employment of any officer of the corporation.

Section 5. Vacancies

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the board of directors. In the event of a vacancy in any office other than that of chair, such vacancy may be filled temporarily by appointment by the chair until such time as the board shall fill the vacancy. Vacancies occurring in offices established at the discretion of the board may or may not be filled as the board shall determine.

Section 6. Duties of Chair

The chair shall preside at all of the meetings of the Board. In the absence of an executive director, the chair shall be the principal executive officer of the Corporation and shall in general supervise all of the business and affairs of the Corporation. The chair may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be